

U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)

Intentional misstatements or omissions of fact constitute federal criminal violations. See 18 U.S.C. 1001.

OMB APPROVAL

OMB Number: 3235-0076

Expires: March 31, 2009

Estimated average burden
hours per response: 4.00

1450895

Item 1. Issuer's Identity

Name of Issuer

Glenmark Holding Limited Liability Company

Previous Name(s)

☒ None

Jurisdiction of Incorporation/Organization

West Virginia

Entity Type (Select one)

- ☐ Corporation
- ☐ Limited Partnership
- ☒ Limited Liability Company
- ☐ General Partnership
- ☐ Business Trust
- ☐ Other (Specify)

Year of Incorporation/Organization
(Select one)

- ☒ Over Five Years Ago
- ☐ Within Last Five Years (specify year)
- ☐ Yet to Be Formed

(If more than one issuer is filing this notice, check this box ☐ and identify additional issuer(s) by attaching Items 1 and 2 Continuation Page(s).)

Item 2. Principal Place of Business and Contact Information

Street Address 1

6 Canyon Road

Street Address 2

Suite 300

City

Morgantown

State/Province/Country

West Virginia

ZIP/Postal Code

26508-9063

Phone No.

304-599-3369

Item 3. Related Persons

Last Name

Nesselroad

First Name

Mark

Middle Name

Richard

Street Address 1

6 Canyon Road

Street Address 2

Suite 300

City

Morgantown

State/Province/Country

West Virginia

ZIP/Postal Code

26508-9063

Relationship(s): ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary) Chief Executive Officer and Managing Member

(Identify additional related persons by checking this box ☒ and attaching Item 3 Continuation Page(s).)

Item 4. Industry Group (Select one)

- ☐ Agriculture
- ☐ Banking and Financial Services
- ☐ Commercial Banking
- ☐ Insurance
- ☐ Investing
- ☐ Investment Banking
- ☐ Pooled Investment Fund

If selecting this industry group, also select one fund type below and answer the question below:

- ☐ Hedge Fund
- ☐ Private Equity Fund
- ☐ Venture Capital Fund
- ☐ Other Investment Fund

Is the issuer registered as an investment company under the Investment Company Act of 1940? ☐ Yes ☐ No

- ☐ Other Banking & Financial Services

- ☐ Business Services
- ☐ Energy
- ☐ Electric Utilities
- ☐ Energy Conservation
- ☐ Coal Mining
- ☐ Environmental Services
- ☐ Oil & Gas
- ☐ Other Energy

Health Care

- ☐ Biotechnology
- ☐ Health Insurance
- ☐ Hospitals & Physicians
- ☐ Pharmaceuticals
- ☐ Other Health Care

Manufacturing

Real Estate

- ☒ Commercial

- ☐ Construction
- ☐ REITS & Finance
- ☐ Residential
- ☐ Other Real Estate

Retailing
Restaurants

Technology

- ☐ Computers
- ☐ Telecommunications
- ☐ Other Technology

Travel

- ☐
- ☐
- ☐
- ☐
- ☐

- ☐ Other



09035578

Item 5. Issuer Size (Select one)

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)

- ☐ No Revenues
- ☐ \$1 - \$1,000,000
- ☐ \$1,000,001 - \$5,000,000
- ☐ \$5,000,001 - \$25,000,000
- ☐ \$25,000,001 - \$100,000,000
- ☐ Over \$100,000,000
- ☒ Decline to Disclose
- ☐ Not Applicable

OR

Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)

- ☐ No Aggregate Net Asset Value
- ☐ \$1 - \$5,000,000
- ☐ \$5,000,001 - \$25,000,000
- ☐ \$25,000,001 - \$50,000,000
- ☐ \$50,000,001 - \$100,000,000
- ☐ Over \$100,000,000
- ☐ Decline to Disclose
- ☐ Not Applicable

Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply)

- ☐ Rule 504(b)(1) (not (i), (ii) or (iii))
- ☐ Rule 504(b)(1)(i)
- ☐ Rule 504(b)(1)(ii)
- ☐ Rule 504(b)(1)(iii)
- ☐ Rule 505
- ☒ Rule 506
- ☐ Securities Act Section 4(6)

Investment Company Act Section 3(c)

- ☐ Section 3(c)(1)
- ☐ Section 3(c)(2)
- ☐ Section 3(c)(3)
- ☐ Section 3(c)(4)
- ☐ Section 3(c)(5)
- ☐ Section 3(c)(6)
- ☐ Section 3(c)(7)

- ☐ Section 3(c)(9)
- ☐ Section 3(c)(10)
- ☐ Section 3(c)(11)
- ☐ Section 3(c)(12)
- ☐ Section 3(c)(13)
- ☐ Section 3(c)(14)

Item 7. Type of Filing

☐ New Notice **OR** ☒ Amendment

Date of First Sale in this Offering: October 27, 2008 **OR** ☐ First Sale Yet to Occur

Item 8. Duration of Offering

Does the issuer intend this offering to last more than one year? ☐ Yes ☒ No

Item 9. Type(s) of Securities Offered (Select all that apply)

- ☒ Equity
- ☐ Debt
- ☐ Option, Warrant or Other Right to Acquire Another Security
- ☐ Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- ☐ Pooled Investment Fund Interests
- ☐ Tenant-in-Common Securities
- ☐ Mineral Property Securities
- ☐ Other (Describe)

Item 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ☐ Yes ☒ No

Clarification of Response (if Necessary)

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 31,250 (this represents a 1/4 unit)

Item 12. Sales Compensation

Recipient

Recipient CRD Number

☐ No CRD Number

(Associated) Broker or Dealer

☐ None

(Associated) Broker or Dealer CRD Number

☐ No CRD Number

Street Address 1

Street Address 2

City

State/Province/Country

ZIP/Postal Code

States of Solicitation ☐ All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

(Identify additional person(s) being paid compensation by checking this box ☐ and attaching Item 12 Continuation Page(s).)**Item 13. Offering and Sales Amounts**

(a) Total Offering Amount

\$ 6,125,000.00

OR ☐ Indefinite

(b) Total Amount Sold

\$ 2,250,000.00

(c) Total Remaining to be Sold
(Subtract (a) from (b))

\$ 3,875,000 to meet the total offering amount

OR ☐ Indefinite

Clarification of Response (if Necessary)

The total offering is \$6,125,000 (49 units); however, the minimum offering is \$3,000,000 (24 units). The total remaining to be sold to meet the minimum offering amount is \$750,000.

Item 14. InvestorsCheck this box ☐ if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering:

Enter the total number of investors who already have invested in the offering:

17

Item 15. Sales Commissions and Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ 0.00

☐ Estimate

Finders' Fees \$ 0.00

☐ Estimate

Clarification of Response (if Necessary)

Selling will be by officers and directors with no commissions or other remuneration, directly or indirectly.

Item 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0.00

☐ Estimate

Clarification of Response (if Necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

Terms of Submission. In Submitting this notice, each identified issuer is:

Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.*

Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") (Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)) imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box ☐ and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)

Issuer(s)

Glenmark Holding Limited Liability Company

Name of Signer

Mark Richard Nesselroad

Signature

Title

CEO and Managing Member

Date

Number of continuation pages attached:

1

March 1, 2009

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Adrian	Glenn	Thomas
Street Address 1	Street Address 2	
6 Canyon Road	Suite 300	
City	State/Province/Country	ZIP/Postal Code
Morgantown	West Virginia	26508-9063
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary) Chief Operating Officer and Managing Member		

Last Name	First Name	Middle Name
Smith	Jeffrey	Wayne
Street Address 1	Street Address 2	
6 Canyon Road	Suite 300	
City	State/Province/Country	ZIP/Postal Code
Morgantown	West Virginia	26508-9063
Relationship(s): <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input checked="" type="checkbox"/> Promoter		
Clarification of Response (if Necessary) Chief Financial Officer and Certified Public Accountant		

Last Name	First Name	Middle Name
Colasante	Nicola	
Street Address 1	Street Address 2	
6 Canyon Road	Suite 300	
City	State/Province/Country	ZIP/Postal Code
Morgantown	West Virginia	26508-9063
Relationship(s): <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input checked="" type="checkbox"/> Promoter		
Clarification of Response (if Necessary) Director of Development and Certified Public Accountant		

Last Name	First Name	Middle Name
Walker	Russell	Craig
Street Address 1	Street Address 2	
6 Canyon Road	Suite 300	
City	State/Province/Country	ZIP/Postal Code
Morgantown	West Virginia	26508-9063
Relationship(s): <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input checked="" type="checkbox"/> Promoter		
Clarification of Response (if Necessary) Director of Business Services		

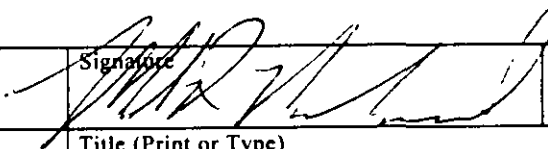
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes ☐ No ☒

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerors.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Glenmark Holding Limited Liability Company	Signature 	Date 3/1/2009
Name (Print or Type) Mark R. Nesselroad	Title (Print or Type) CEO and Managing Member	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
AK	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
AZ	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
AR	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
CA	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
CO	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
CT	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
DE	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
DC	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
FL	<input type="checkbox"/>	<input checked="" type="checkbox"/>	Equit-pt of \$6.25M	1	\$125,000.00	0		<input type="checkbox"/>	<input checked="" type="checkbox"/>
GA	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
HI	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
ID	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
IL	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
IN	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
IA	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
KS	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
KY	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
LA	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
ME	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
MD	<input type="checkbox"/>	<input checked="" type="checkbox"/>	Equit-pt of \$6.25M	2	\$375,000.00	0		<input type="checkbox"/>	<input checked="" type="checkbox"/>
MA	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
MI	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
MN	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
MS	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MO		<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
MT		<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
NE		<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
NV		<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
NH		<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
NJ		<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
NM		<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
NY		<input checked="" type="checkbox"/>	Equit-pt of \$6.25M	0		0		<input type="checkbox"/>	<input checked="" type="checkbox"/>
NC		<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
ND		<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
OH		<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
OK		<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
OR		<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
PA		<input checked="" type="checkbox"/>	Equit-pt of \$6.25M	4	\$437,500.0	0		<input type="checkbox"/>	<input checked="" type="checkbox"/>
RI		<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
SC		<input checked="" type="checkbox"/>	Equit-pt of \$6.25M	0		0		<input type="checkbox"/>	<input checked="" type="checkbox"/>
SD		<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
TN		<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
TX		<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
UT		<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
VT		<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
VA		<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
WA		<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
WV		<input checked="" type="checkbox"/>	Equit-pt of \$6.25M	10	\$1,312,500.	0		<input type="checkbox"/>	<input checked="" type="checkbox"/>
WI		<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
PR	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>

Form U-2 Uniform Consent to Service of Process

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned Glenmark Holding Limited Liability Company (a corporation), (a partnership), a (limited liability company), organized under the laws of West Virginia or (an individual), ~~(strike out inapplicable nonenforceable)~~ for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Glenmark Holding Limited Liability Company
Attn: Mark Richard Nesselroad

(Name)

6 Canyon Road, Suite 300
Morgantown, WV 26508

(Address)

Place an "X" before the names of all the States for which the person executing this form is appointing the designated Officer of each State as its attorney in that State for receipt of service of process:

<p><input type="checkbox"/> AL Secretary of State</p> <p><input type="checkbox"/> AK Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development</p> <p><input type="checkbox"/> AZ The Corporation Commission</p> <p><input type="checkbox"/> AR The Securities Commissioner</p> <p><input type="checkbox"/> CA Commissioner of Corporations</p> <p><input type="checkbox"/> CO Securities Commissioner</p> <p><input type="checkbox"/> CT Banking Commissioner</p> <p><input type="checkbox"/> DE Securities Commissioner</p>	<p><input type="checkbox"/> FL Dept. of Banking and Finance</p> <p><input type="checkbox"/> GA Commissioner of Securities</p> <p><input type="checkbox"/> GUAM Administrator, Department of Finance</p> <p><input type="checkbox"/> HI Commissioner of Securities</p> <p><input type="checkbox"/> ID Director, Department of Finance</p> <p><input type="checkbox"/> IL Secretary of State</p> <p><input type="checkbox"/> IN Secretary of State</p> <p><input type="checkbox"/> IA Commissioner of Insurance</p>
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SEC
Mail Processing
Section

MAR 11 2009

Washington, DC
105

___DC	Dept. of Insurance & Securities Regulation	___KS	Secretary of State
___KY	Director, Division of Securities	___OH	Secretary of State
___LA	Commissioner of Securities	___OR	Director, Department of Insurance and Finance
___ME	Administrator, Securities Division	___OK	Securities Administrator
___MD	Commissioner of the Division of Securities	___PA	Pennsylvania does not require filing of a Consent to Service of Process
___MA	Secretary of State	___PR	Commissioner of Financial Institutions
___MI	Commissioner, Office of Financial and Insurance Services	___RI	Director of Business Regulation
___MN	Commissioner of Commerce	___SC	Securities Commissioner
___MS	Secretary of State	___SD	Director of the Division of Securities
___MO	Securities Commissioner	___TN	Commissioner of Commerce and Insurance
___MT	State Auditor and Commissioner of Insurance	___TX	Securities Commissioner
___NE	Director of Banking and Finance	___UT	Director, Division of Securities
___NV	Secretary of State	___VT	Commissioner of Banking, Insurance, Securities & Health Administration
___NH	Secretary of State	___VA	Clerk, State Corporation Commission
___NJ	Chief, Securities Bureau	___WA	Director of the Department of Licensing
___NM	Director, Securities Division	___WV	Commissioner of Securities
___NY	Secretary of State	___WI	Department of Financial Institutions, Division of Securities
___NC	Secretary of State	___WY	Secretary of State
___ND	Securities Commissioner		

Dated this 1st day of March, 2009:
(SEAL)


By Mark Richard Nesselroad
Its Chief Executive Officer and Managing Member

**INSTRUCTIONS TO FORM U-2
UNIFORM CONSENT TO SERVICE OF PROCESS**

1. The name of the issuer is to be inserted in the blank space on line 1 Uniform Form U-2 ("Form").
2. The type of person executing the Form is to be described by striking out the inapplicable nomenclature in lines 2-4 and, if appropriate, by inserting a description of the person in the blank space provided on line 2 of the Form.
3. The name of the jurisdiction under which the issuer was formed or is to be formed is to be inserted in the blank spaces on line 3 of the Form.
4. The person to whom a copy of any notice, process of pleading which is served pursuant to the Consent to Service of Process is to be inserted in the appropriate black spaces at the end of page 1 of the Form.
5. An "X" is to be placed in the space before the names of all States which the person executing this Form lawfully is appointing the officer of each State so designed on the Form as its attorney in that State for receipt of service of process.
6. A manually signed Form must be filed with each State requiring a Consent to Service of Process on Form U-2 at the office so designated by the laws or regulations of that State and must be accompanied by the exact filing fee, if any.
7. The Form must be signed by the issuer. If the issuer is a corporation, it should be signed in the name of the corporation by an executive officer duly authorized; if a partnership, it should be signed in the name of the partnership by a general partner; and if an unincorporated association or other organization which is not a partnership, the Form should be signed in the name of such organization by a person responsible for the direction of management of its affairs.
8. If the Form is mailed, it is advisable to send it by registered or certified mail, postage prepared, return receipt requested.

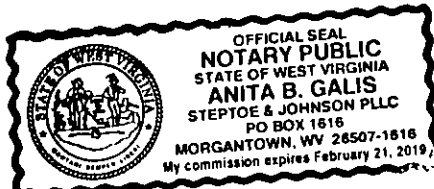
CORPORATE ACKNOWLEDGMENT

State or Province of West Virginia)
County of Monongalia) ss.

On this 1st day of March, 200~~8~~⁹ before me, Anita B. Galis, the
undersigned officer, personally appeared Mark Richard Nesselroad, known
personally to me to be the Chief Executive Officer of the above named ~~corporation~~ limited liability company and
(Title)

acknowledged that he, as an ~~officer~~ a managing member being authorized so to do, executed the foregoing
instrument for the purposes therein contained, by signing the name of the ~~corporation~~ limited liability company by
himself as an ~~officer~~ a managing member.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.



(SEAL)

Anita B. Galis
Notary Public/Commissioner of Oath
My Commission Expires 2-21-19

INDIVIDUAL OR PARTNERSHIP ACKNOWLEDGMENT

State or Province of _____)
County of _____) ss.

On this _____ day of _____, 20____, before me, _____,
the undersigned officer, personally appeared _____ to me personally
known and known to me to be the same person(s) whose name(s) is (are) signed to the foregoing
instrument, and acknowledged the execution thereof for the uses and purposes therein set forth.

In WITNESS WHEREOF I have hereunto set my hand and official seal.

Notary Public/Commissioner of Oaths
My Commission Expires _____

(SEAL)

END